FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Temporary FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION 1340067

	OMB APPROVAL	
OMB NUMBER:	3235-0076	
Expires:	December 31, 2008	
Estimated average burden		
hours per response4.00		

		
	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	
1	1	

Name of Offering (check if this is an amendm	ent and name has changed, and indicate change.)				
Promissory Notes, Warrants to purchase shar	es of Common Stock and Series A-2 Preferred Share	es			
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	n 4(6) □ ULOE			
Type of Filing: □ New Filing ■ Amendment		I PRITE PROFESSION BROWN FROM THE PROPERTY AND ASSESSMENT OF THE PROPERTY AND ASSESSMENT OF THE PROPERTY ASSESSMENT OF THE PROPER			
	A. BASIC IDENTIFICATION DATA				
1. Enter the information requested about the issu	er	THE PROPERTY OF THE PROPERTY O			
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)	08070829			
Bioscan Holdings, Inc.	•				
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (Including Area Code)			
4590 MaeArthur Blvd., N.W., Washington, De	2 20007	202-338-0974			
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)			
Brief Description of Business:					
Develop advanced instrumentation for the synnuclear medicine.	thesis and detection of radiolabeled compounds used	in life science research, pharmaceutical development and			
Type of Business Organization					
■ corporation	☐ limited partnership, already formed	☐ other (please specify):			
☐ business trust	☐ limited partnership, to be formed	DDA AFAARA			
	Month Year	PROCESSED _			
Actual or Estimated Date of Incorporation or Org	,	□ Estimated			
Jurisdiction of Incorporation or Organization: (E	nter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction	- JAN DA JING			
den lan et Glammilamia ia					

GENERAL INSTRUCTIONS

Federal:

THOMSON REUTERS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	•					
A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
4						
Kleinman, Theodore Business or Residence Address	/Number and 9	Street, City, State, Zip Co	da)			
Business of Residence Address	(Nutrioci and S	outed, City, State, Zip Co	uc)			
c/o Bioscan Holdings, Inc., 4590 MacAr	thur Blvd., N.W	v., Washington, DC 200	07			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Shulman, Seth D.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co				
	(, , , , , ,	,			
c/o Bioscan Holdings, Inc., 4590 MacAr	thur Blvd., N.W					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Morris, Frederic H.						
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		-	
		11				
c/o Bioscan Holdings, Inc., 4590 MacAr Check Box(es) that Apply:				_ n' .		
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	■Executive Officer	■ Director	☐ General and/or Managing Partner	
run Name (Last name mst, it individual)						
Van Cauter, Staf					_	
Business or Residence Address	(Number and Si	treet, City, State, Zip Coo	ie)			
c/o Bioscan Holdings, Inc., 4590 MacAr	thus Rivel N W	Washington DC 2001	07			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	C i ioniotei	C Delicitetal Owles	S Executive Officer	D Director	Control and or managing runner	
,						
McNerney, Kevin	0. 1 10					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
c/o Bioscan Holdings, Inc., 4590 MacAr	thur Blvd., N.W	., Washington, DC 2000	07			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		·				
TO U. AR. T1						
Tolkoff, Joshua Business or Residence Address	(Number and S	treet, City, State, Zip Co	40)			
Dusiness of Residence Address	(Munici and 3	nicei, City, State, Zip Co	uc)			
c/o Bioscan Holdings, Inc., 4590 MacAr	thur Blvd., N.W	., Washington, DC 2000	07			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Spaght, Pearson M.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			

c/o Bioscan Holdings, Inc., 4590 MacArthur Blvd., N.W., Washington, DC 20007

□ Promoter

Beneficial Owner

(Number and Street, City, State, Zip Code)

□ Executive Officer

□ Director

☐ General and/or Managing Partner

Check Box(es) that Apply:

Ironwood Equity Fund, LP Business or Residence Address

Full Name (Last name first, if individual)

One Beacon Street, 34th Floor, Boston, MA 02108

2. Each bereafter de information requested for the following: Each beneficial owner thaving the power to vote or dispose, or direct the vote or disposation (, 10% or more of a class of equity securities of the issuer): Each security officer and director do cropnosite issuers and of companies general and managing partners of partnership issuers. Each general and managing partnership issuers. Each general and managing partnership issuers, and is			A. BASIC IDENT	IFICATION DATA			
Brook Co-Investment II Limited Partnership Brook Co-Investment II	 Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 						
Brook Co-Investment II Limited Partnership Business or Residence Address (Number and Street, City, State, Zip Code) 301 Edgewater Place, 4** Fl., Wakefield, MA 01886 Check Box(cs) that Apply:		□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Business or Residence Address (Number and Street, City, State, Zip Code) 301 Edgewater Place, 4** FL, Wakefield, MA 01886	Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code) 301 Edgewater Place, 4** FL, Wakefield, MA 01886	Brook Co-Investment II I imited Partne	ershin					
301 Edgewater Place, 4" Fl., Wakefield, MA 01886 Cheek Box(es) that Apply:			Street, City, State, Zip C	ode)			
Chock Box(cs) that Apply:							
Full Name (Last name first, if individual) Fitcher Spaght Ventures II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Roston, MA 02116 Chock Box(cs) that Apply: Promoter Beneficial Cwner Research Code Business or Residence Address (Number and Street, City, State, Zip Code) c/o Biosean Holdings, Inc., 4590 MacArthur Blvd, N.W., Washington, DC 20007 Chock Box(cs) that Apply: Promoter Reneficial Cwner Reneficial Cw			= n6-1-10		D Dimentos	Committee Managing Posters	
Peticher Spaght Ventures II, L.P.		□ Promoter _	Beneficial Owner	L Executive Officer	Director	General and/or Managing Partner	
Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Boston, MA 02116 Check Box(es) that Apply: Promoter Beneficial Cwner Executive Officer Director General and/or Managing Partner Business or Residence Address (Number and Street, City, State, Zip Code) Code Bioscan Holdings, Inc., 4599 MacArthur Bivd., N.W., Washington, DC 20007 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Brook Venture Fund II.A. L.P. Business or Residence Address (Number and Street, City, State, Zip Code) To Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) FSV 11-B, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Boston, MA 02116 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)	run rame (cast name mst, n marvidual)						
221 Berkeley Street, Poston, MA (2116 Check Box(es) that Apply:					_	<u> </u>	
Check Box(es) that Apply:	Business or Residence Address	(Number and S	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	222 Berkeley Street, Boston, MA 02116						
Business or Residence Address (Number and Street, City, State, Zip Code) Los Biosean Holdings, Inc., 4590 MacAr-thur Blvd., N.W., Washington, DC 20007 Check Box(es) that Apply:		□ Promoter	☐ Beneficial Cwner	■ Executive Officer	□ Director	☐ General and/or Managing Partner	
Business or Residence Address (Number and Street, City, State, Zip Code) ### Code ##	Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code) ### Code ##	December December						
Check Box(es) that Apply:		(Number and S	Street City State Zin C	ode)			
Check Box(es) that Apply: Description Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner			•				
Full Name (Last name first, if individual) Brook Venture Fund IIA, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 301 Edgewater Place, 4 th Fl., Wakefield, MA 01886 Check Box(es) that Apply:							
Business or Residence Address (Number and Street, City, State, Zip Code) 301 Edgewater Place, 4 th FL, Wakefield, MA 01886 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) FSV II-B, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Boston, MA 02116 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)		☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Business or Residence Address (Number and Street, City, State, Zip Code) 301 Edgewater Place, 4th Fl., Wakefield, MA 01886 Check Box(es) that Apply:	Full Name (Last name first, if individual)						
One Edgewater Place, 4th FL, Wakefield, MA 01886 Check Box(es) that Apply:	Brook Venture Fund IIA, L.P.						
Check Box(es) that Apply: FSV II-B, L.P. Business or Residence Address Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner FSV II-B, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Boston, MA 02116 Check Box(es) that Apply: Promoter Beneficial Owner Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Beneficial Owner Executive Officer Director General and/or Managing Partner General and/or Managing Partner Executive Officer Director General and/or Managing Partner	Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			
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Full Name (Last name first, if individual) FSV I1-B, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Boston, MA 02116 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)			■ Beneficial Owner	☐ Executive Officer	D Director	☐ General and/or Managing Partner	
Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Boston, MA 02116 Check Box(es) that Apply:	Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Boston, MA 02116 Check Box(es) that Apply:	nov a n I n						
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Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply:							
Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply:		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	Full Name (Last name first, if individual)						
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)	Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			
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Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)		- I tolliotes		_ <u></u>			
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)	Dusiness or Pacidance Address	(Number and C	Street City State Zin C	nda)			
Full Name (Last name first, if individual)	Business of Residence Address	(140mber and S	street, City, Suite, Sip Ci	(Adc)			
Full Name (Last name first, if individual)							
		☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Business or Residence Address (Number and Street, City, State, Zip Code)	Full Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code)							
	Business or Residence Address	(Number and S	Street, City, State, Zip C	ode)			

B. INFORMATION ABOUT OFFERING							
		Yes	No				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	a	•				
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ N/A					
4	What is the minimum investment than the descripted from the many many than the first the many many than the many than the many many than the many the many than the many t	Yes	No				
3.	Does the offering permit joint ownership of a single unit?	•	0				
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.						
Full Non	Name (Last name first, if individual)						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)						
Nam	ne of Associated Broker or Dealer	 .	_				
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
_ [1	MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	name (Last name first, if individual)						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)						
Nam	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Perchasers						
	(Check "All States" or check individual States)	All States					
_ []	MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	Name (Last name first, if individual)						
Busi	Business or Residence Address (Number and Street, City, State, Zip Code)						
Name of Associated Broker or Dealer							
States in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States					
1]_ []_ []_ []_	IL} _ [IN] _ [IA] _ [KS] _ [KY} _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ (ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box cand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security	-	
	Debt	\$	\$
	Equity (Series A-2 Preferred Stock)	\$ <u> </u>	S0
	□ Common ■ Preferred		
	Convertible Securities (Notes)	<u> </u>	\$ <u>1,820,000</u>
	Partnership Interests	s	s
	Other (Specify: Warrants to Purchase Common Stock)	\$ <u> </u>	S0 ·
	Total	\$ <u>1,820,000</u>	\$ <u>1,820,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	5	\$ <u>1,820,000</u>
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		s
	Answer also in Appendix, Column 4, if filing under ULOE		
5.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Type of Security	Dollar Amount Sold
	Regulation A		s
	Rule 504		5
	Total		,
	1041		2
1 .	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs	٥	s
	Legal Fees	0	\$ 50,000
	Accounting Fees	_	s
	Engineering Fees		<u> </u>
	Sales Commissions (specify finders' fees separately)		•
		. 0	•
	Other Expenses (identify)		5
	Total	_	\$ 50,000

	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part I "adjusted great proceeds to the issuer."	C - Question 4.a. This difference is the	-		!	S_1,770,000
5.	Indicate below the amount of the adjusted gross particle for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in re-	my purpose is not known, furnish an es total of the payments listed must equal if	ti.nate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$	0	\$
	Purchase of real estate		o	s		s
	Purchase, rental or leasing and itistallation of mach	hinery and equipment	0	\$ <u>_</u>		\$
	Construction or leasing of plant buildings and faci-	litics	0	s	_	s
	Acquisition of other business (including the value that may be used in exchange for the assets or sect					
	mcrger)		0	2	0	\$
	Repayment of indebtedness		0	\$	Q	\$
	Working capital		0	\$		\$ <u>1,770,000</u>
	Other (specify):		. 🛚	s		2
		_ 				
				s	٥	s
	Column Totals		•	\$ <u> </u>	•	\$ <u>1,770,00</u> 0
	Total Payments Listed (column totals added)			■ \$ <u>1</u> ,	770,000	
_		D. FEDERAL SIGNATU				
		v. Pepelet Storate	, KE			
an u	issuer has duly eaused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Securacredited investor pursuant to paragraph (b)(2) of	ities and Exchange Commission, upon v	If this notice i	s filed under Rulc 505, the l t of its staff, the information	following s furnished	ignature constitutes by the issuer to any
Issu	er (Print or Type)	Signature /	7	Date		
	scan Holdings, Inc.	Theolow Ille	20 him	December 17, 2008		
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
The	odore Kleinman	President and Chief Executive Office	er			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

